



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



May 3, 2000

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 18932-D FRED

MAY - 9 '00 8-10 AM

SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (1) original and one copy of a Release of Lien of Purchase Options dated as of May 1, 2000, between the following parties:

The David J. Joseph Company (subsequently Joseph Transportation, Inc.)
300 Pike Street
Cincinnati, Ohio 45202

Star Bank, N.A. (subsequently Firststar Bank, N.A.)
425 Walnut Street
Cincinnati, Ohio 45201-1038

Please see Schedule 1, 2 and 3 attached hereto for a description of the equipment, one hundred ten (110) railcars, involved in this transaction.

Please file this as a secondary document under the Recordation Number 18932-D, as it relates to the document previously filed with the Surface Transportation Board under Recordation Number 18932.

The filing fee for this document in the amount of \$26.00, is included in the enclosed check in the amount of \$104.00, check # 11302. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 345-4408.

Sincerely,

Mary Jo Colebrook
Contract Manager

Enclosures

RECEIVED
SURFACE TRANSPORTATION BOARD
MAY 4 3 38 PM '00
APPELLATE BRIEFING
BRANCH
OFFICE OF THE
SECRETARY

85

**SCHEDULE 1
TO
RELEASE OF LIEN
OF
PURCHASE OPTIONS**

CARS: One hundred ten (110) railcars bearing car marks as follows:

LGSX:

304, 305, 341, 363, 364, 403, 408, 409, 411, 424, 427, 441, 449, 476, 456
471, 489, 486, 488, 497, 502, 512, 514, 525, 539, 548, 566, 568, 569, 578
301, 302, 308, 310, 311, 312, 322, 324, 326, 332, 333, 335, 336, 340, 342, 348,
354, 356, 358, 359, 366, 369, 376, 377, 382, 385, 386, 394, 396, 397, 402, 404,
405, 407, 412, 413, 415, 418, 421, 423, 425, 428, 432, 433, 437, 440, 442, 444,
445, 447, 450, 451, 453, 461, 462, 463, 467, 472, 481, 487, 492, 495, 498, 499,
510, 518, 520, 521, 522, 524, 534, 537, 542, 545, 556, 559, 563, 565, 567, 574

LEASE: Lease between Iowa-Illinois Gas and Electric Company, as Lessee, dated July 25, 1994, and The David J. Joseph Company, as Lessor, as subsequently assigned to Firststar Bank, N.A. (formerly known as "Star Bank, N.A."), as Lessor, on July 31, 1994.

**SCHEDULE 2
TO
RELEASE OF LIEN
OF
PURCHASE OPTIONS**

DESTROYED CARS: Thirty (30) railcars bearing car marks as follows:

LGSX:

304, 305, 341, 363, 364, 403, 408, 409, 411, 424, 427, 441, 449, 476, 456
471, 489, 486, 488, 497, 502, 512, 514, 525, 539, 548, 566, 568, 569, 578

**SCHEDULE 3
TO
RELEASE OF LIEN
OF
PURCHASE OPTIONS**

CARS: Eighty (80) railcars bearing car marks as follows:

LGSX: 301, 302, 308, 310, 311, 312, 322, 324, 326, 332, 333, 335, 336, 340, 342, 348,
354, 356, 358, 359, 366, 369, 376, 377, 382, 385, 386, 394, 396, 397, 402, 404,
405, 407, 412, 413, 415, 418, 421, 423, 425, 428, 432, 433, 437, 440, 442, 444,
445, 447, 450, 451, 453, 461, 462, 463, 467, 472, 481, 487, 492, 495, 498, 499,
510, 518, 520, 521, 522, 524, 534, 537, 542, 545, 556, 559, 563, 565, 567, 574

RECORDATION NO. 18932-D FILED

RELEASE OF LIEN
OF
PURCHASE OPTIONS

MAY - 9 '00 18:10 AM

SURFACE TRANSPORTATION BOARD

This Release of Purchase Options (the "Release") releases the lien created by that certain Memorandum of Purchase Options dated as of July 31, 1994 (the "Memorandum"), bearing Surface Transportation Board ("STB") Recordation No. 18932-B, filed on August 30, 1994, between Star Bank, N.A. (subsequently "Firststar Bank, N.A.") (hereinafter referred to as "Firststar") and The David J. Joseph Company (subsequently Joseph Transportation, Inc.) (hereinafter referred to as "Joseph"), relating to one hundred ten (110) railcars as set forth in Schedule 1 attached hereto ("Railcars").

WHEREAS, the one hundred ten (110) Railcars were leased pursuant to the Railroad Equipment Lease dated July 25, 1994, with Iowa-Illinois Gas and Electric Company, as Lessee, and The David J. Joseph Company, as Lessor, as subsequently assigned to Firststar, as Lessor, on July 31, 1994, (hereinafter referred to as the "Lease");

WHEREAS, thirty (30) of the Railcars, bearing reporting marks as set forth in Schedule 2 attached hereto, were destroyed during the term of the Lease (hereinafter referred to as "Destroyed Railcars");

WHEREAS, Firststar has released the Destroyed Railcars from the Lease in a separate Lien Release, bearing Recordation Number 18932-C, dated May __, 2000;

WHEREAS, Joseph has purchased the remaining eighty (80) Railcars, bearing reporting marks as set forth in Schedule 3 subject to the Lease (hereinafter referred to as the "Equipment") from Firststar, and by such act, all interest of Firststar, its successors and assigns, in the Equipment arising pursuant to the Memorandum has been terminated;

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Firststar submits the following:

1. Joseph has purchased the Equipment from Firststar.
2. All interest of Firststar, its successors and assigns, in the Equipment arising pursuant to the Memorandum has been terminated.
3. Firststar hereby releases any lien created by or arising out of the Memorandum.
4. This Release shall be recorded with the Surface Transportation Board so as to record the release of the lien against the Equipment constituted by the Memorandum and shall bear Recordation Number 18932-D.

IN WITNESS WHEREOF, the parties have executed this Release as of May 1st, 2000.

FIRSTAR BANK, N.A.

By: 

Name: Kim Trombetta

Title: Vice President

JOSEPH TRANSPORTATION, INC.

By: 

Name: Paul E. Loebig

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 1st day of May, 2000, before me the subscriber, Shelley B. Bacon, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul E. Loebig, to me personally known, who stated and acknowledged that he is the Vice President of Joseph Transportation, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 1st day of May, 2000.

Shelley B. Bacon

(Signature)

SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

My commission expires:

July 22, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 1st day of May, 2000, before me the subscriber, Darlene Williams a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kim Trombetta, to me personally known, who stated and acknowledged that he is the Vice President of Firststar Bank, N.A., a national banking association organized under the laws of the United States, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 1st day of May, 2000.


(Notary Signature)

My commission expires:
DARLENE WILLIAMS
Notary Public, State of Ohio
My Commission Expires April 12, 2004

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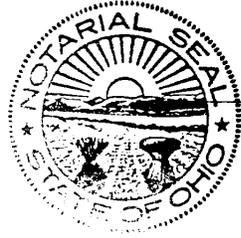
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510, 518, 520, 521, 522, 524, 534, 537, 542, 545, 556, 559, 563, 565, 567, 574

CERTIFICATE

The undersigned, *Shelley B Bacon* notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Shelley B Bacon
SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002